

FISH & RICHARDSON P.C.

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FEDERAL ELECTION
COMMISSION
OFFICE OF GENERAL
COUNSEL

1777 MAIN STREET
SUITE 5000
DALLAS, TEXAS
75201

2009 FEB 24 P 5:07

Telephone
214 747-5070

Facsimile
214 747-2094

Web Site
www.fr.com

Chris K. Geber
214 252-4072

Email
Geber@fr.com

Frederick P. Fish
1877-1990

W.K. Richardson
1879-1991

February 24, 2009

Via Facsimile

Kim Collins
Complaints Examination and Legal Administration
Federal Election Commission
999 E Street, NW
Washington, DC 22210

RE: MUR 6101

Dear Ms. Collins:

Foundations Inc. received the complaint designated as MUR 6101 on February 9, 2009.¹ The reason Foundations Inc. is listed in the complaint appears to rest on Mr. Herz's theory "that Foundations, Inc. [sic], November, Inc. [sic], Autumn Productions, and NI Operations are one and the same entity, all likely organized under the parent company November, Inc. [sic]" While Foundations Inc. believes that its alleged relationship with November Inc. is irrelevant to the Commission's determination as to whether Heller for Congress's outstanding debts constitute impermissible contributions, we would appreciate the opportunity to put Mr. Herz's conspiracy theory to rest.

First, contrary to Mr. Herz's assertion that "[o]f these four businesses [identified in the complaint], only November, Inc. [sic] is a registered business entity with the state of Nevada," Foundations Inc. was a corporation registered with the Nevada Secretary of State from May 22, 2003, to March 14, 2007. See Exhibit 1. Foundations Inc. formally changed its name to In Compliance Inc. on March 14, 2007, which may explain why Mr. Herz was unable to locate "Foundations Inc." in Nevada's business entity database. See Exhibit 2. In Compliance Inc., which maintained continuity of business through the name change, is still in operation.

Second, Foundations Inc. and November Inc. are separate and distinct entities. November Inc. is not Foundation Inc.'s parent company, and neither November Inc.

¹ While the Commission's letter to Foundations Inc. has a date stamp of "OCT 28 2008," it appears that the notice was returned to the Commission. Foundations Inc. received the letter on February 9, 2009.



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FISH & RICHARDSON P.C.

February 24, 2009

Page 2

nor any of its principals have an ownership interest in Foundations Inc.² Furthermore, November Inc. and Foundations Inc. maintain separate bank accounts and do not commingle funds.

Finally, Mr. Herz states that "[i]n the reports for the Heller for Congress Committee, Foundations, Inc. [sic], Autumn Productions, and NI Operations all share the following address: PO Box 27972, Las Vegas, NV 89126." During the time period contemplated in the complaint, Foundations Inc. legally shared office space and a post office box with November Inc., Autumn Productions, and NI Operations. Contrary to Mr. Herz's insinuation, and as the Commission is well aware, the Commission's regulations do not prohibit corporations from sharing office space and a post office box.

For the reasons stated above, we believe the Commission should dismiss Mr. Herz's complaint. Thank you very much for your attention in this matter and please do not hesitate to contact me at (214) 292-4071 (telephone) or (214) 747-2091 (fax) with questions or concerns.

Sincerely,



Chris K. Gober
Counsel to Foundations Inc.

² Foundations Inc., currently doing business as In Compliance Inc., is solely owned and operated by Christie Haste.

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STATE ELECTION
COMMISSION
OFFICE OF GENERAL
COUNSEL

2009 FEB 24 P 5:07

EXHIBIT "1"

10044274573

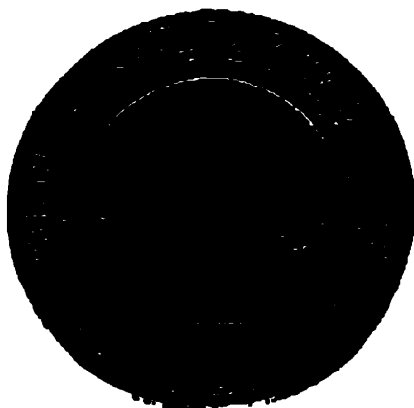
SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that FOUNDATIONS INC did on May 22, 2003 file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on May 23, 2003.



A handwritten signature in cursive script, reading "Dean Heller", is written over the printed name.

DEAN HELLER
Secretary of State

By

A handwritten signature, likely of the Certification Clerk, is written over the printed name.

Certification Clerk

U.S. DEPARTMENT OF JUSTICE
OFFICE OF FEDERAL
COUNSEL

2009 FEB 24 P 5:07

EXHIBIT "2"

10044274575

STATE OF NEVADA

ROSS MILLER
Secretary of State



OFFICE OF THE
SECRETARY OF STATE

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

Filing Acknowledgement

March 14, 2007

Job Number
C20070314-2418

Corporation Number
C12343-2003

Filing Description

Document Filing
Number

Date/Time of Filing

Amendment

20070179950-20

March 14, 2007 02:09:25
PM

Corporation Name

IN COMPLIANCE INCORPORATED

Resident Agent

CHRISTINE HASTIE

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recordings Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

ROSS MILLER
Secretary of State

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

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MAR 14, 2007 14:09 Foundations Inc.

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page 4



ROSS MILLER
 Secretary of State
 294 North Carson Street, Ste 1
 Carson City, Nevada 89701-5226
 (775) 684 5788
 Website: www.sos.state.nv.us

Filed in the office of	Document Number
	20070178980-20
Ross Miller	Filing Date and Time
Secretary of State	03/14/2007 2:09 PM
State of Nevada	File Number
	C12343-2003

Certificate of Amendment

(PURSUANT TO NRS 78.380)

USE BLACK INK ONLY - DO NOT SIGNATURE

ALLOW SPACE AT END OF LINE

Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations (Pursuant to NRS 78.380 - Before Issuance of Stock)

1. Name of corporation:

Foundations Incorporated

2. The articles have been amended as follows (provide article numbers, if available):

Name change to: IN Computers Incorporated

3. The undersigned declare that they constitute at least two-thirds of the incorporators of the board of directors ☒ (check one box only)

4. Effective date of filing (optional):

3/14/07

5. The undersigned affirmatively declare that to the date of this certificate, no stock of this corporation has been issued.

6. Signatures (if more than two signatures, attach on a 12"x11" plain sheet with the authorized signatories):

X _____
 Signature

X _____
 Signature

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

03/08/2007 23:42 FAX 7022593539

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